



TROP-X SERVICE PROVIDER APPLICATION FORM

Please complete the following application form and submit along with the required supporting documentation outlined below. If you have questions regarding any aspect of this application please contact Trop-X using the details below:

Email: memberservices@trop-x.com (include signed documentation)

Tel: +248 2511469

Mail: PO Box 707, Victoria, Mahe, Seychelles

A. General Information:

1. Company Details

Name of Entity: _____

Country of domicile: _____ (Company only)

Type of Business: _____

Registration Number/
Company Number: _____

Tax Number: _____

VAT Number: _____

Physical Address: _____

Postal Address: _____

Head Office Address: _____

2. Contact Details

Telephone Business: _____

Telefax Business: _____

Email Address: _____



B. Authorised Person / Representative (w/ power to bind the applicant)

Full name: _____

Title: _____

Identity number: _____

Physical Address: _____

Postal Address: _____

Telephone: _____

Cellular: _____

Telefax: _____



C. Categories of Service Providers being applied for:

Category	Y/N	Application fee (USD)	Annual fee (USD)
Sponsor Advisor		1,000	2,500
Auditor		250	2,500
Company Secretary		250	2,500

- A Sponsor Advisor is a Service Provider who is approved by Trop-X that advises, represents and provides services to an Issuer. In addition, they ensure that all Issuers comply with the relevant Listing Requirements, complete all documentation required by Trop-X and assist the Issuer with all its obligations and these Listing Requirements.

Please note that a Sponsor Advisor must have a minimum of 2 qualified persons (“Primary Representative” and “Compliance Officer”) who will be actively engaged in the provision of services who must be indicated in this application.

- An Auditor approved by the Securities Authority and Trop-X as a Service Provider.
- A Company Secretary approved by Trop-X as a Service Provider and appointed by the Issuer in terms of the Companies Act or other relevant company law under which the issuer is incorporated.



D. Key staff of Company (“Approved Persons”)

1. Primary Representative

Please provide the name and contact information of the individual appointed as the primary representative. (The representative must be a senior officer, director or partner of the Service Provider firm qualified to carry out the intended services)

Name and Title: _____

ID or Passport Number: _____

Address (if different from head office): _____

Direct Tel: _____

Direct Fax: _____

Email: _____

2. Compliance Officer (mandatory for Sponsor Advisor)

Please provide the following details of the person appointed as the firm’s Compliance Officer. You may also provide contact details for back-up officers.

Name and Title: _____

ID or Passport Number: _____

Address (if different from head office): _____

Direct Tel: _____

Direct Fax: _____

Email: _____

3. Other Representatives

Please provide the name and contact information of any other parties who will be representing the Applicant for the purpose of carrying out its duties as a Service Provider.

Name and Title: _____

ID or Passport Number: _____

Address (if different from head office): _____



Direct Tel:

Direct Fax:

Email:



E. Service Provider payment of fee

A Service Provider that has been accepted as a Trop-X Service Provider shall pay the application fee as may from time to time be fixed by Trop-X. If the application fee is not received within 30 days of acceptance such acceptance shall lapse. A Trop-X Service Provider shall pay such fees and charges as shall be fixed by the Trop-X, which shall become due and payable to the Trop-X within 30 days.

This application must be accompanied with proof of payment representing the full application fee as well as a void cheque for the automatic withdrawal of monthly maintenance fees that will begin when the Service Provider commences operations.

Please provide the name, telephone number and email address of the contact person responsible for accounts payable.

Name and Title: _____

Address (if different from head office): _____

Direct Tel: _____

Direct Fax: _____

Email: _____

By signing this document, I/we hereby confirm that the details and proof so given are correct, and that I/we will provide any additional documents required, in order for Trop-X Limited to comply with prevailing anti-money laundering legislation.

I/we further authorise Trop-X Limited to obtain confirmation or additional information from an authorised credit bureau.

SIGNED

AUTHORISED SIGNATORY **Date** **Place**



For Office Use:

I, an employee of Trop-X Limited, hereby confirm that I have satisfied myself as to the identity of the client, and I have verified the identity in accordance with the Seychelles Anti-Money Laundering Act, and in accordance with the Trop-X Limited internal rules and guidelines.

SIGNATURE	Date	Place
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Reviewed by Trop-X Head of Markets Supervision and Compliance Division:

SIGNATURE	Date	Place
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This Agreement made as of the ____ day of _____, 201__.

Between:

Trop-X (Seychelles) Limited, 1st Floor, Eden Plaza, Eden Island, Republic of Seychelles (hereinafter called "Trop-X")

-And-

Name of Service Provider: _____

Address: _____

(hereinafter called the "Applicant")

The Applicant acknowledges that it has received a copy of the Trop-X Listing Requirements and agrees to comply with all Trop-X requirements applicable to the role of the Service Provider, as amended from time to time. The Applicant undertakes to ensure that, as a term of their membership, all directors, officers and employees, will be made aware of any amendment or addition to the Trop -X Listing Requirements.

The Applicant submits to the jurisdiction of Trop-X and to the Securities Authority including without limitation the ability of Trop-X and the Securities Authority to monitor the conduct of the Applicant, its directors, officers, related persons, service providers and employees and to enforce compliance with Trop-X requirements. The Applicant agrees, and as a term or their employment all Approved Persons agree, to comply with any orders or directions from Trop-X or the Securities Authority, subject to any right to appeal such order or direction under the Trop-X Listing Requirements or Securities Act.

The Applicant agrees to provide Trop-X and the Securities Authority with any assistance reasonably requested in conducting an investigation and with information, files date or documents reasonably requested by Trop-X or the Securities Authority.

Terms used in this Agreement shall have the meaning ascribed to them in the Definitions of the Trop-X Listing Requirements, unless the context otherwise requires.

<p>For and on behalf of the Applicant by</p> <p>Name:</p> <p>Title:</p> <p>Date:</p> <p>Place:</p> <p>_____</p> <p style="text-align: center;">SIGNATURE</p>	<p>For and on behalf of the Trop-X by</p> <p>Name:</p> <p>Title:</p> <p>Date:</p> <p>Place:</p> <p>_____</p> <p style="text-align: center;">SIGNATURE</p>
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Sponsor Advisor Responsibility Statement

1. General Information

Name of Individual: _____

Name of Company _____

Identification/Passport: _____

Tel no: _____

Fax no: _____

Email: _____

Physical Address: _____

Postal Address: _____

2. Declaration by the Sponsor Advisor

I hereby declare that I:

- 1) have completed this responsibility statement and declaration;
- 2) meet all of the eligibility criteria for a Sponsor Advisor as set out in TROP-X Listings Requirements;
and
- 3) have adequate knowledge and experience in the TROP-X Listings Requirements and in particular the requirements relating to the Sponsor Advisor's responsibilities.

Name

Signature

Date

Auditor Responsibility Statement



1. General Information

Name of Audit Firm: _____

Name of Engagement Partner: _____

Name of Issuer: _____

Identification/Passport: _____

Tel no: _____

Fax no: _____

Email: _____

Physical Address: _____

Postal Address: _____

2. Declaration by Engagement Partner

I hereby declare that I:

- 1) have completed this responsibility statement and declaration;
- 2) meet all of the eligibility criteria for a Auditor as set out in TROP-X Listings Requirements; and
- 3) have adequate knowledge and experience in the TROP-X Listings Requirements and in particular the requirements relating to reporting accountant's reports.

Name of Engagement Partner

Signature

Date

Company Secretary Responsibility Statement

1. General Information



Name of individual: _____

Name of Company: _____

Name of Issuer: _____

Identification/Passport: _____

Tel no: _____

Fax no: _____

Email: _____

Physical Address: _____

Postal Address: _____

Declaration by Reporting Company Secretary

I hereby declare that I:

- 1) have completed this responsibility statement and declaration;
- 2) meet all of the eligibility criteria for a Company Secretary as set out in the Companies Act or other relevant law under which the above mentioned issuer is incorporated and the TROP-X Listings Requirements; and
- 3) have adequate knowledge and experience in the TROP-X Listings Requirements and in particular the requirements relating to the Company Secretary's responsibilities.

Name of Company Secretary

Signature

Date



DOCUMENTATION REQUIRED

1. Sponsor Advisor Companies

- Certificate of Incorporation
- Notice of Registered Office and Postal Address
- Document authorising person/s to act (Letter/resolution/minutes)
- Proof of physical business address
- Bank Statement/Cancelled Cheque
- Latest tax filing or audited accounts (if applicable)
- Identity document, details of residential address and contact numbers of each principal, executive officer of the company and other authorised person/s authorised to act and of person/s holding more than 25% of the voting rights in the company

2. Auditors

- Certificate of Incorporation
- Notice of Registered Office and Postal Address
- Document authorising person/s to act (Letter/resolution/minutes)
- Proof of physical business address
- Bank Statement/Cancelled Cheque
- Latest tax filing or audited accounts (if applicable)
- Identity document, details of residential address and contact numbers of each principal, executive officer of the company and other authorised person/s authorised to act and of person/s holding more than 25% of the voting rights in the company

3. Company Secretary Companies

- Certificate of Incorporation
- Notice of Registered Office and Postal Address
- Document authorising person/s to act (Letter/resolution/minutes)
- Proof of physical business address
- Bank Statement/Cancelled Cheque



- Latest tax filing or audited accounts (if applicable)
- Identity document, details of residential address and contact numbers of each principal, executive officer of company, of person/s authorised to act and of person/s holding more than 25% of the voting rights in the company

4. Company Secretary

- Identification Document
- Company Secretary qualification proof
- Proof of physical address
- Bank statement/ cancelled cheque
- Latest tax filing or audited accounts (if applicable)

PLEASE NOTE:

- Original or Certified documents are required

EXAMPLES OF VALID PROOF OF ADDRESS

Any of the following documents reflecting the name and physical address

(must be less than 3 months old, unless otherwise specified)

- Utility bill
- Current lease or rental agreement
- Bank statement
- Municipal rates and taxes invoice
- Mortgage statement
- Telephone account
- Insurance policy
- Tax return (less than 1 year old)
- Letter from bank manager, accountant or attorney, on a formal letterhead, stating that they know the entity for 3 years and confirming physical address
- Letter on letterhead, signed by board of directors, trustees etc. confirming physical business address

Or, if not available,

- Visit to physical address by Trop-X employee



APPENDIX 1 – SERVICE PROVIDER REQUIREMENTS

Reference below to Trop-X Listing Requirements

To become a Service Provider for Trop-X the applicant shall satisfy Trop-X that it:

- a) performs as its regular business the advising, administration, auditing, due diligence or the origination of securities;
- b) has directors who are all at least 21 (twenty-one) years of age and have full legal capacity;
- c) has directors, officers and representatives who are of good character and high business integrity and shall never have been:
 - I. convicted of an offence resulting from dishonesty, fraud or embezzlement;
 - II. censured or fined by a self-regulatory organisation, or recognised professional body;or
 - III. barred from entry to the professional bodies for reasons relating to their profession or occupation.
- d) can demonstrate adequate compliance with the Listing Requirements;
- e) has adequate procedures and supervisory duties imposed by the AMLA and any other relevant legislation;
- f) has appropriate risk management and other relevant systems and controls in terms of these Listing Requirements;
- g) holds Fidelity Insurance Cover or is self-insured in respect of negligence, fraud and misappropriation by directors, officers and employees involved in the administration of their duties;

If the applicant is not ordinarily resident in the Republic of Seychelles or is not a juristic person incorporated in the Republic of Seychelles then the applicant must demonstrate that it:

- a) is incorporated in terms of an equivalent Companies Act or self-enabling legislation of the country of domicile in a recognized jurisdiction; and
- b) complies with any other regulatory approvals as required from time to time.

Application for registration as a Service Provider

- a) An application to be a Trop-X Service Provider shall be subject to the following
 - I. the Act and these Listing Requirements;
 - II. the application shall be made to Trop-X in writing;
 - III. the application shall be accompanied by a non-refundable fee as provided for in Section B.
 - IV. the applicant agreeing in writing to be bound by the provisions of the Act, these Listing Requirements and the Schedules; and
 - V. any other information as required by Trop-X.



- b) Trop-X may request further information which it deems necessary to verify information submitted by the applicant to support the application.
- c) Trop-X shall be entitled to refuse an application provided such refusal shall be within a reasonable period of time with notice given to the applicant in writing with reason for the rejection.
- d) An applicant refused registration has the right to mediation in terms of the Listing Requirements.
- e) No exemptions shall be allowed for Service Providers to these Listing Requirements unless stipulated in writing by Trop-X.

Registration and duties of Service Providers

Every Service Provider shall have a Representative Officer who:

- a) shall be responsible for the communication between Trop-X and the Service Provider;
- b) shall comply with the Listing Requirements and Schedules;
- c) shall at all times be registered with Trop-X;
- d) shall receive all notices from Trop-X;
- e) shall be responsible for any communication with Trop-X which must be confirmed in writing with Trop-X; and
- f) shall at all times comply with the Code of Conduct for Service Providers of Trop-X.

Inspections

Trop-X may inspect the affairs of a Service Provider, their officers, representatives or any person involved in the management and administration of Trop-X Listed Securities at any time and any documentation or information held relating to their clients.